

RECORDATION NO. 21740-E FILED

AUG 04 '03

2-25 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

July 30, 2003



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 27, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21740.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: ConAgra Trade Group, Inc.
11 ConAgra Drive, Suite 5023
Omaha, NE 68102

A description of the railroad equipment covered by the enclosed document is thirty-seven (37) 5127 or greater cubic foot capacity covered hopper cars, with FURX marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Romo
Manager of Documentation

Enclosures

(CONA031)

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ASSGN. NO. CONA031

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27th day of June, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Conagra Trade Group, Inc., a subsidiary of ConAgra Foods, Inc. ("Lessee"), a Nebraska corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 20, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 18 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 1, 2002 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: Amy Romo
Name: Amy Romo

Title: Manager of Documentation Executed on this 27th day of June, 2003

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27th day of June, 2003.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

CONAGRA TRADE GROUP, INC.
a subsidiary of CONAGRA FOODS, INC.

By: Martin P. Higgins
Name: MARTIN P. HIGGINS
Title: EVP + SFO

ATTEST:

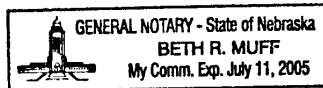
By: _____

Name: _____

Title: _____

Executed on this 19 day of June, 2003.

[CORPORATE SEAL]



STATE OF Nebraska

COUNTY OF Douglas

I, Beth R. Muff, a Notary Public of the County and State aforesaid,
certify that Martin P. Higgins personally appeared before me this day and acknowledged his
due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19 day of June, 2003.

Beth R. Muff
Notary Public

Commission Expires:

7-11-05
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-seven (37)

DESCRIPTION OF CARS: 5127 cu. ft. or greater covered hoppers, loading to 286,000 lbs., equipped with vibrator brackets

CAR NUMBERS:

FURX	840630	FURX	843691
FURX	840636	FURX	850269
FURX	840666	FURX	850315
FURX	840671	FURX	850322
FURX	840770	FURX	850382
FURX	843584	FURX	850431
FURX	843597	FURX	850502
FURX	843603	FURX	850772
FURX	843606	FURX	850787
FURX	843622	FURX	850791
FURX	843626	FURX	850794
FURX	843633	FURX	850808
FURX	843635	FURX	850810
FURX	843638	FURX	850818
FURX	843645	FURX	850834
FURX	843648	FURX	850868
FURX	843651	FURX	850901
FURX	843679	FURX	850914
FURX	843681		